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Counsel for Debtors-Appellees

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	: Chapter 11
CALPINE CORPORATION, <u>et al.</u> ,	: Case No. 05-60200 (BRL)
	:
Debtors.	:

-----X	
ARISTEIA CAPITAL, L.L.C.,	:
AURELIUS CAPITAL MANAGEMENT, L.P.,	:
DRAWBRIDGE SPECIAL OPPORTUNITIES	:
ADVISORS LLC, ORE HILL HUB FUND LTD.,	:
NISSWA MASTER FUND LTD., PINES EDGE	:
VALUE INVESTORS LTD., PINES EDGE	:
VALUE INVESTORS L.P., SILVER SANDS	: Civil Case No. _____ (JGK)
FUND LLC, STARK MASTER FUND LTD.,	:
3V CAPITAL MANAGEMENT, LLC,	:
BRENCOURT CREDIT OPPORTUNITIES	:
MASTER, LTD., BRENCOURT MULTI-	:
STRATEGY ENHANCED DEDICATED	:
FUND, LP, DILLON READ U.S. FINANCE	:
L.P., DILLON READ FINANCIAL PRODUCTS	:
TRADING LTD., LINDEN CAPITAL L.P.	:
AND ORE HILL HUB FUND, LTD, HSBC BANK	:
USA, N.A., AS INDENTURE TRUSTEE FOR	:
THE 6% CONVERTIBLE NOTES DUE 2014	:
AND THE 4.75% CONTINGENT	:
CONVERTIBLE NOTES DUE 2023 , AND	:
MANUFACTURERS & TRADERS TRUST	:
COMPANY, AS INDENTURE TRUSTEE FOR THE	:
7.75% CONVERTIBLE NOTES,	:
	:
Appellants,	:
	:

-against-

CALPINE CORPORATION AND ITS
AFFILIATED DEBTORS AND DEBTORS
IN POSSESSION, OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF
CALPINE CORPORATION, OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS,

Appellees.

**DEBTORS-APPELLEES' COUNTER-DESIGNATION OF
ADDITIONAL ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) submit, pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, their designation of additional items to be included in the record on appeal to the United States District Court for the Southern District of New York of this Court’s Order (the “Order”) Granting Debtors’ Limited Objection to Convertible Noteholder Claim Nos. 2404, 2821, 2823, 6247, 6249, 6280, 6299 and 6300 entered August 10, 2007 [Docket No. 5595].

Counter-Designation Of Additional Items To Be Included In The Record On Appeal¹

Item No.	Description	Proof of Claim No.
A. Proofs of Claim Subject to the Order²		
1.	Proof of Claim No. 2821 filed on or about July 27, 2006 by HSBC Bank USA, National Association (“ <u>HSBC</u> ”) (attached to the Appellee Creditors’ Committee’s Counter-Designation of Additional Items to Be Included in	2821

¹ Each of the documents identified herein includes all exhibits, schedules, addendums and other documents attached thereto.

² None of the proofs of claim that were disallowed pursuant to the Order and which are the subject of this appeal were included in the designations of record filed by the respective appellants, except for Proof of Claim 2404.

Item No.	Description	Proof of Claim No.
	the Record on Appeal, dated as of August 23, 2007 [Docket No. 5676] (the “<u>Committee Designation</u>”) as Exhibit A)	
2.	Proof of Claim No. 2823 filed on or about July 27, 2006 by HSBC (attached to the Committee Designation as Exhibit B)	2823
3.	Proof of Claim No. 6247 filed on or about March 23, 2007 by HSBC (attached to the Committee Designation as Exhibit C)	6247
4.	Proof of Claim No. 6249 filed on or about March 29, 2007 by HSBC (attached to the Committee Designation as Exhibit D)	6249
5.	Proof of Claim No. 6280 filed on or about April 23, 2007 by Manufacturers and Traders Trust Company (attached to the Committee Designation as Exhibit E)	6280
6.	Proof of Claim No. 6299 filed on or about May 22, 2007 by HSBC amending and replacing Proof of Claim No. 6247 (attached to the Committee Designation as Exhibit F)	6299
7.	Proof of Claim No. 6300 filed on or about May 22, 2007 by HSBC amending and replacing Proof of Claim No. 6249 (attached to the Committee Designation as Exhibit G)	6300
B. Other Proofs of Claim		
8.	Proof of Claim No. 2820 filed on or about August 2, 2006 by HSBC (attached to the Committee Designation as Exhibit H)	2820
9.	Proof of Claim No. 2822 filed on or about August 2, 2006 by HSBC (attached to the Committee Designation as Exhibit I)	2822
10.	Proof of Claim No. 2824 filed on or about August 2, 2006 by HSBC (attached to the Committee Designation as Exhibit J)	2824
11.	Proof of Claim No. 2825 filed on or about August 2, 2006 by HSBC (attached to the Committee Designation as Exhibit K)	2825
12.	Proof of Claim No. 4055 filed on or about August 9, 2006 by Wilmington Trust Co. (“ <u>WTC</u> ”) (attached to the Committee Designation as Exhibit L)	4055

13.	Proof of Claim No. 4058 filed on or about August 9, 2006 by WTC (attached to the Committee Designation as Exhibit M)	4058
14.	Proof of Claim No. 4060 filed on or about August 9, 2006 by WTC (attached to the Committee Designation as Exhibit N)	4060
15.	Proof of Claim No. 4062 filed on or about August 9, 2006 by WTC (attached to the Committee Designation as Exhibit O)	4062

Dated: August 24, 2007
New York, New York

Respectfully submitted,

/s/ Richard M. Cieri

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